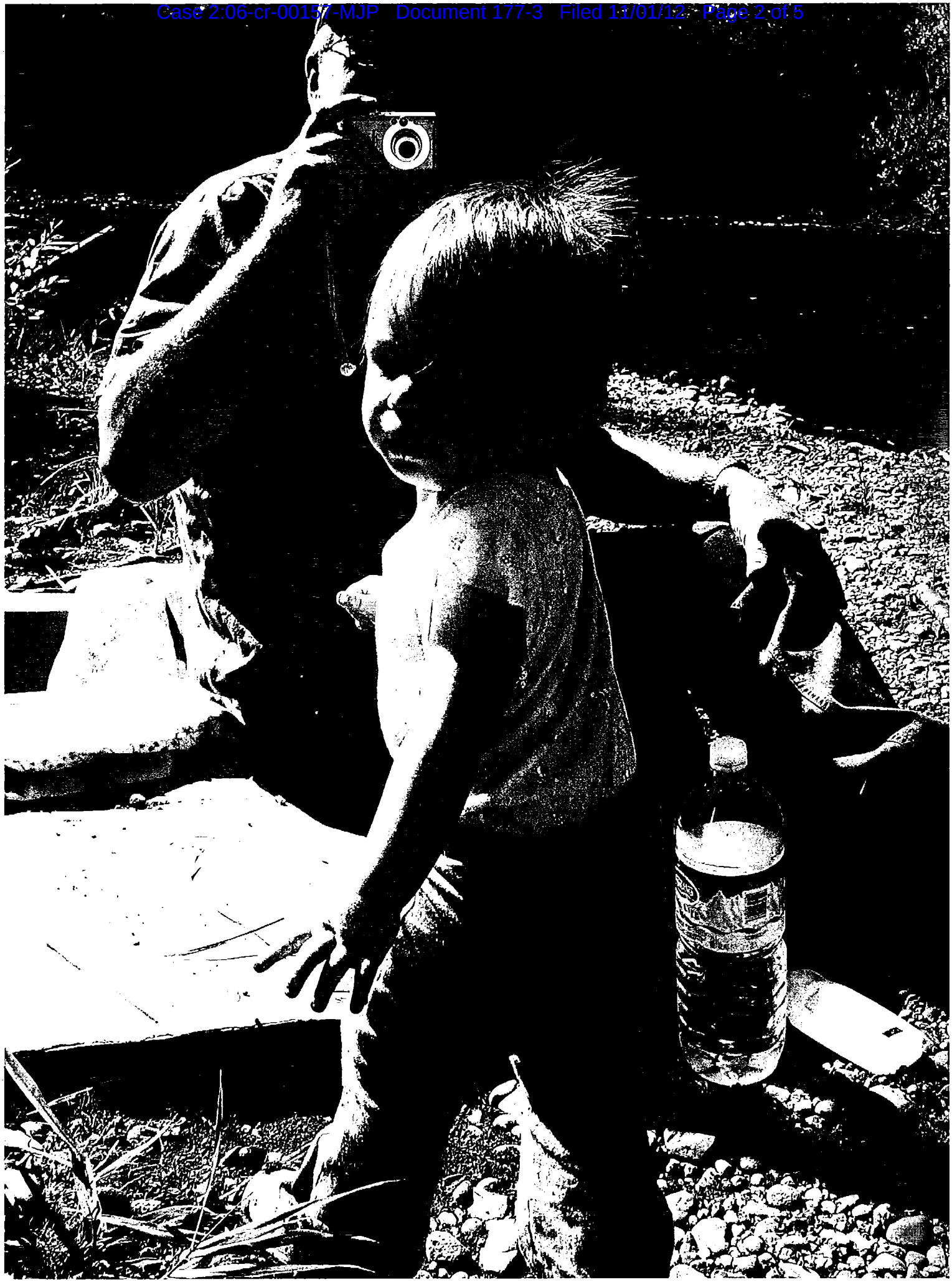
EXHIBIT C



HAPPY